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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026
f/k/a General Motors Corp., <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors.	:	Honorable Robert E. Gerber
	:	
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**ORDER GRANTING THE AMENDED FIRST AND FINAL APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS  
SPECIAL ACCOUNTANTS AND TAX ADVISORS TO THE DEBTORS AND  
DEBTORS IN POSSESSION FOR THE PERIOD  
FROM JUNE 1, 2009 THROUGH JULY 9, 2009**

Upon consideration of (i) the application of PricewaterhouseCoopers LLP (“**PWC**”) seeking allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (the “**PWC Amended Fee Application**”) for the period of June 1, 2009 through July 9, 2009 (the “**Compensation Period**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), filed by PWC, and (ii) the report and objection of the appointed fee examiner in these chapter 11 cases (the “**Fee Examiner**”) to the PWC Amended Fee Application

(the “**Fee Examiner Report and Limited Objection**”), and (iii) the response of the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) with respect to the Fourth Interim Applications (“the “**U.S. Trustee Response**”); and notice having been given pursuant to Bankruptcy Rule 2002(a)(6) and (c)(2) and the *Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures* (ECF No. 6750), and it appearing that no other or further notice need be provided; and in accordance with the global resolution reached between the Fee Examiner and PWC regarding outstanding fee issues related to PWC’s Amended Fee Application (the “**PWC Fee Resolution**”); and it appearing that the amounts set forth on Schedule “A” and Schedule “B” properly reflect the PWC Fee Resolution; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the PWC Amended Fee Application is granted as provided in Schedule “A”; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule “A” shall continue to be held back until further order of the Court (the “**Holdback**”); and it is further

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay PWC promptly by wire transfer or check all the fees and expenses allowed herein less the Holdback; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
January 14, 2011.

*s/ Robert E. Gerber*  
United States Bankruptcy Judge

**SCHEDULE A**

**Compensation Period: June 1, 2009 to July 1, 2009**

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

Applicant	Date/Dkt. No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
PricewaterhouseCoopers LLP	12/10/2010 Docket No. 8059	\$1,889,799.00	\$1,817,144.62	\$181,714.46	\$1,635,430.16	\$187,269.80	\$181,311.75

Schedule A

Date: January 14, 2011

Initials: REG, USBJ

**SCHEDULE B**

**Summary: All Compensation Periods**  
**(Including This Period)**

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

<b>Applicant</b>	<b>Total Fees Requested</b>	<b>Total Fees Awarded (Including Fees Held Back)</b>	<b>Fees Held Back (10%)</b>	<b>Total Fees Payable by Debtors</b>	<b>Total Expenses Requested</b>	<b>Total Expenses Awarded</b>
PricewaterhouseCoopers LLP	\$1,889,799.00	\$1,817,144.62	\$181,714.46	\$1,635,430.16	\$187,269.80	\$181,311.75

Schedule B

Date: January 14, 2011

Initials: REG, USBJ

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